

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

ROBERT DE VITO, individually and on
behalf of all others similarly situated,

Plaintiff,

v.

LIQUID HOLDINGS GROUP, INC.,
BRIAN M. STORMS, KENNETH D.
SHIFRIN, PETER R. KENT, RICHARD
SCHAEFFER, BRIAN FERDINAND,
JAY BERNSTEIN, DARREN DAVY,
DAVID FRANCESCANI, WALTER
RAQUET, THOMAS ROSS, VICTOR
SIMONE, JR., DENNIS SUSKIND,
ALLAN ZAVARRO, and SANDLER,
O'NEILL & PARTNERS, LP.,

Defendants.

Civil Action No. 2:15-cv-06969-KM-JBC

**DECLARATION OF MICHAEL D.
HYNES IN SUPPORT OF MOTION
BY ROBERT D. KELLER TO DISMISS
THE AMENDED COMPLAINT**

Pursuant to 28 U.S.C. § 1746, MICHAEL D. HYNES declares:

1. I am a member of DLA Piper LLP (US) and of the Bar of this Court. I am counsel of record for defendant Robert D. Keller in this action. I submit this declaration to place before the Court one document of which the Court may take judicial notice in connection with Mr. Keller's motion to dismiss the amended complaint pursuant to Rules 9(b) and 12(b)(6) of the Federal Rules of Civil Procedure. The statements in this declaration are based on my personal knowledge.

2. Attached hereto as Exhibit A is a true and correct copy of a prospectus for an initial public offering of common stock filed by Liquid Holdings Group, Inc. with the United States Securities and Exchange Commission ("SEC") on or around July 25, 2013, in the

form in which that document was retrieved from the SEC's public website under my direction and supervision.

I declare under penalty of perjury that the foregoing is true and correct this 31st day of October 2016, at Short Hills, New Jersey.

s/ Michael D. Hynes

Michael D. Hynes